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September 26, 2007

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 27172-C
RECORDATION NO. 27172-C

SEP 26 '07 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

Re: The Kansas City Southern Railway Company
Leveraged Lease Financing

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (KCSR 2007-1), dated September 27, 2007, between the KCSR 2007-1 Statutory Trust, acting through U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*") and Wilmington Trust Company, as Indenture Trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (KCSR 2007-1), dated September 27, 2007, between The Kansas City Southern Railway Company, as lessee (the "*Lessee*") and the KCSR 2007-1 Statutory Trust, acting through U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee, as Lessor which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank Trust National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Department

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Law Offices of
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 20 SD70ACe Locomotives bearing the reporting marks within the series KCS 4030 through KCS 4049 and 30 GE ES44AC Locomotives bearing the reporting marks within the series KCS 4680 through KCS 4709; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (KCSR 2007-1) between the KCSR 2007-1 Statutory Trust acting through U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee and Wilmington Trust Company, as Indenture Trustee.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
SD70ACe Locomotives	20	KCS 4030 through KCS 4049, inclusive
GE ES44AC Locomotives	30	KCS 4680 through KCS 4709, inclusive

SEP 26 '07 3:00 PM

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(KCSR 2007-1)****SURFACE TRANSPORTATION BOARD**

Memorandum of Trust Indenture Supplement No. 1 (KCSR 2007-1), made and entered into September 27, 2007, by and between the KCSR 2007-1 Statutory Trust (the "*Trust*"), acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (KCSR 2007-1), dated as of September 27, 2007 (the "*Trust Indenture*"), by which the Trust has granted a security interest to the Indenture Trustee in order to secure the Trust's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The Trust has entered into that certain Trust Indenture Supplement No. 1 (KCSR 2007-1), dated September 27, 2007, relating to the above-described Trust Indenture and extending the Trust's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

KCSR 2007-1 STATUTORY TRUST, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By 
Name: Michael M. Hopkins
Title: Vice President

Executed on this 25 day of September, 2007.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of September, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

KCSR 2007-1 STATUTORY TRUST, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 2007.

WILMINGTON TRUST COMPANY

By  _____
Name: W. Chris Sponenberg
Title: Vice President

Executed on this 24th day of September, 2007.

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.:

On this, the 25 day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on September 25, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally
Name:
Notary Public
My Commission Expires:
Residing in Connecticut
SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

(SEAL)

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.:

On this, the ____ day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on September ____, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.:

On this, the ____ day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on September ____, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.:

On this, the 24th day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 24th, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

J. Christopher Murphy

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

J. CHRISTOPHER MURPHY
Notary Public - State of Delaware
My Comm. Expires June 23, 2011

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
SD70ACe Locomotives	20	KCS 4030 through KCS 4049, inclusive
GE ES44AC Locomotives	30	KCS 4680 through KCS 4709, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/26/07



Robert W. Alvord